LUKAS, NACE, GUTIERREZ & SACHS

CHARTERED

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SUITE 1200

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AUG = 7 2002

August 1, 2 002 FCC - MAIL FC



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Federal Communications Commission 1270 Fairfield Road Gettysburg, PA 17325-7245

Re: FCC Ownership Disclosure Information (Form 602)

Poplar PCS -Ft. Smith, LLC

Dear Sir or Madam:

RUSSELL D. LUKAS

THOMAS GUTIERREZ

ELIZABETH R. SACHS

GEORGE L. LYON, JR

JOEL R. KASWELL

DAVID A. LAFURIA

TODD SLAMOWITZ

DAVID M. BRIGLIA ALLISON M. JONES

MARILYN SUCHECKI MENSE

PAMELA GAARY HOLRAN

B. LYNN F. RATNAVALE

STEVEN M. CHERNOFF +NOT ADMITTED IN D.C.

PAMELA L. GIST

DAVID L. NACE

On behalf of Poplar PCS – Ft. Smith, LLC ("Poplar"), enclosed is its FCC Ownership Disclosure Information (Form 602). Poplar is filing the Form 602 as an applicant for an assignment of a PCS license.

If you have any questions with respect to this matter, please contact the undersigned.

Respectfully submitted,

Todd Slamowitz

Enclosure -

AUG 0 2 2002

8/1/2

FCC 602 Main Form

FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Approved by OMB **3060** – 0799 See instructions for Public burden estimate

pplicant / Licensee Information					
) First Name (if individual):	MI:	Last Name:			suffix:
Applicant Name (if entity): Poplar PCS Ft.	. Smith, LLC		3) FCC Registration N		06-2041-01
elated FCC Requilated Businesses of Annilicant, L					
4a) Name and address of all FCC Regulated Busmesses owned by Applicant/ Licensee (use additional sheets, if necessary)	4b Principal E		4c) FCC Registration Numbe		4d) of Interest Held:
gnature Typed or Printed Name of Party Authorized to Sig	an				
First Name: Stephen	MI N	A Last Name:	Roberts		suffix:
Title: Managing Member					
Signature:			41.	/G 0 2 2002	Date:
	1200			EVUZ	3// .
/ Failure to Sign This Application May Result in Dismis	ssal Of The	Application And	Forfeiture Of Anv Fees Pa	id	
WILLFUL FALSE STATEMENTS MADE ON THIS Code, Title 18, Section 1001) AND/OR REVOCATION 312(a)(I) AND/ OR FORFEITURE (U.S. Code, Title	ION OF ANY	STATION LIC	ENTS ARE PUNISHABLE I ENSE OR CONSTRUCTIO	BY FINE AND/OR IMPRI N PERMIT (U.S. Code, 1	ISONMENT (U.S. Fitle 47, Section

1) Disclosable interest Holder's First Name (if individual).

FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Schedule for Disdosable Interest Holders

Last Name.

Approved by OMB 3060 - 0799 See instructions for Public burden estimate

Suffix:

lisclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders) MI.

2) Disclosable Interest Holder's Name (if ent	ity): Poplar PCS, LLC		3) FCC Registration Num	nber(FRN): N/A
4) Disclosable Interest Holder's Address: 535	50 Poplar Avenue, Suit	e 875, Memphis, T	N 38119	
5) Type of Interest in Applicant (I) (refer to Instructions for list):	6) Disclosable Interes (refer to instruction	t Holder is a (n): (Nns for list of codes):	7) Percent of In	terest Held in Applicant:
8) Disclosable Interest Holder's Type of Ov (refer to instructions for list): 0 – Member () Voting		9) Disclosable Into	erest Holder's Country of C	itizenship:
Non-Voting Non-Voting Relationship Description (if the discloseal Poplar PCS, LLC owns 100% of Popla			· ·	• • • • •
Polated FCC Descripted Programmes of Discrete	alaaabla lutavaat Uald	(report for each	- interest helder identifies	.n
Related FCC Regulated Businesses of Dis IIa) Name and address of all FCC Regulated Busines owned by Disclosable Interest Holder listed in Iter or 2 (use additional sheets, if necessary).	IIb) sses Principal Bu		IIc) C Registration Number (FRI	IId)
See Exhibit 1				

FCC Ownership Disclosure Information for the **Wireless Telecommunications Services**

Schedule for Disclosable Interest Holders

Last Name.

Approved by OMB 3060 - 0799 See instructions for Public burden estimate

Suffix:

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if indivi-	duai) Ml.		Last Name.	Suffix:
2) Disclosable Interest Holder's Name (if enti	ty): Poplar PCS Lice	ense Company, LLC	3) FCC Registration Number	(FRN): N/A
4) Disclosable Interest Holder's Address: 535	0 Poplar Avenue, S	uite 875, Memphis, TN	38119	
5) Type of Interest in Applicant (D) (refer to Instructions for list):	6) Disclosable Inter (refer to instruct	est Holder is a (n): (M) tions for list of codes):	8) Percent of Interest	t Held in Applicant:
8) Disclosable Interest Holder's Type of Ow (refer to instructions for list): 0 – Membe () Voting () Non-Voting	vnership (0) vrship Interest	9) Disclosable Inter USA	rest Holder's Country of Citizen	ship:
f0) Relationship Description (if the discloseable Poplar PCS License Company, LLC or			ath of ownership from indirect or	wner to the applicant):
Related FCC Regulated Businesses of Disc	closable Interest Ho	Iders (repeat for each	interest holder identified)	
Related FCC Regulated Businesses of Disc IIa) Name and address of all FCC Regulated Busines owned by Disclosable Interest Holder listed in Item or 2 (use additional sheets, if necessary):	sses Principal	b)	interest holder identified) IIc) Registration Number (FRN):	IId) Percent of Interest Held:
Name and address of all FCC Regulated Busines owned by Disclosable Interest Holder listed in Item	sses Principal	b)	IIc)	
Name and address of all FCC Regulated Busines owned by Disclosable Interest Holder listed in Item or 2 (use additional sheets, if necessary):	sses Principal	b)	IIc)	
Name and address of all FCC Regulated Busines owned by Disclosable Interest Holder listed in Item or 2 (use additional sheets, if necessary):	sses Principal	b)	IIc)	
Name and address of all FCC Regulated Busines owned by Disclosable Interest Holder listed in Item or 2 (use additional sheets, if necessary):	sses Principal	b)	IIc)	
Name and address of all FCC Regulated Busines owned by Disclosable Interest Holder listed in Item or 2 (use additional sheets, if necessary):	sses Principal	b)	IIc)	
Name and address of all FCC Regulated Busines owned by Disclosable Interest Holder listed in Item or 2 (use additional sheets, if necessary): See Exhibit 2	sses Principal	b)	IIc)	
Name and address of all FCC Regulated Busines owned by Disclosable Interest Holder listed in Item or 2 (use additional sheets, if necessary): See Exhibit 2	sses Principal	b)	IIc)	

1) Disclosable Interest Holder's First Name (if individual):

FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Last Name:

Approved by OMB 3060 - 0799See instructions for Public burden estimate

Suffix:

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders) MI:

2) Disclosable Interest Holder's Name (if entity): Cameron Communications Corporation					3) FCC Registration Nur	mber(FRN): 000	95-7820-65
4) Disclosable Interest Holder's Address: 153 West Dugas Road, Sulpher, LA 70663							
5) Type of Interest in Applicant (I) (refer to Instructions for list):			t Holder is a ns for list of co		9) Percent of Interest 49.1%	: Held in Applica	nnt:
8) Disclosable Interest Holder's Type of Ownership (0) (refer to instructions for list): 0 – Membership Interest () Voting () Non-Voting							
10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Cameron Communications Corporation owns 49.1% of Poplar PCS, LLC, which in turn, owns 100% of Poplar PCS License Company, LLC, which in turn, owns 100% of applicant.							
Related FCC Regulated Businesses of Disc IIa) Name and address of all FCC Regulated Busines owned by Disclosable Interest Holder listed in Item or 2 (use additional sheets, if necessary):	ses	erest Holde IIb) Principal Bu			est holder identified) IIc) stration Number (FRN):		ld) Interest Held:
See Form 602 on File with the FCC							
See also Exhibit 3						is.	

FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Approved by OMB

3060 – 0799

See instructions for Public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

***************************************	implete as inally a	o required to describe	all disclosable litterest flolders	
Disclosable Interest Holder's First Name (if indivi- William	dual): MI	L	Last Name: Henning	Suffix:
2) Disclosable Interest Holder's Name (if entity):			3) FCC Registration Number(FRN):	
4) Disclosable Interest Holder's Address: 153	West Dugas Roa	d, Sulpher, LA 70663		
5) Type of Interest in Applicant (I) (refer to Instructions for list):	Disclosable Interest Holder is a (n): (I) (refer to instructions for list of codes).		10) Percent of Interest Held in Applicant: 14.9%	
8) Disclosable Interest Holder's Type of Ownership (0) (refer to instructions for list): Membership Interest () Voting () Non-Voting		9) Disclosable Inte	erest Holder's Country of Citizenship:	
10) Relationship Description (if the discloseab William L. Henning owns 30.3% of Can owns 100% of Poplar PCS License Compa	neron Communica	ation Corporation, which	ch in turn, owns 49.1% of Poplar PC	''' /

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)-	IIb) Principal Business:	IIc) FCC Registration Number (FRN):	IId) Percent of Interest Held:
See Cameron Communication Corporation's 602 on File with the FCC			
See also Exhibit 4			
The same of the sa			

FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Approved by OMB 3060 - 0799 See instructions for Public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if indivi	idual)	MI		Last N	Last Name.		suffix:
Lena		В			Henning		
2) Disclosable Interest Holders Name (if enti-	ity):	<u>'</u>		3) FC	CC Registration Number(I	FRN):	
4) Disclosable Interest Holder's Address: 153	West Duga	as Road, Sı	ulpher, LA 706	663			
5) Type of Interest in Applicant (I) (refer to Instructions for list):			t Holder is a (r		11) Percent of Interest	t Held in Applica	ant:
8) Disclosable Interest Holder's Type of Ow (refer to instructions for list): Membershi () Voting () Non-Voting			9) Disclosabl	le Interest Ho	older's Country of Citizen	ship:	
TO) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Lena B. Henning owns 30.3 of Cameron Communication Corporation, which in turn, owns 49.1% of Poplar PCS, LLC, which in turn, owns 100% of Poplar PCS License Company, LLC, which in turn, owns 100% of applicant.							
Related FCC Regulated Businesses of Disc	closable Int	erest Holde	ers (repeat for	each intere	est holder identified)		
Name and address of all FCC Regulated Busines owned by Disclosable Interest Holder listed in Item or 2 (use additional sheets, if necessary).	ses	IIb) Principal Bu			IIc) stration Number (FRN):		ld) Interest Held:
See Cameron Communication Corporation's 602 on File with the FCC	;						
See also Exhibit 5							
			Į.				

Exhibit 1 Related FCC Regulated Businesses of Disclosable Interest Holders Poplar PCS, LLC

Name & Address of FCC Regulated	Principal Business	FRN	Percent of Interest Held
Business owned by Applicant/Licensee	_	ĺ	
Poplar PCS - Central, LLC	Telecommunications	0005-4226-J 3	* 100%
Poolar PCS - Arkansas. LLC	Telecommunications	0004-5647-79	* 100%
Poplar PCS - Dodge City, LLC	Telecommunications	0006-1441-66	*100%
Poplar PCS - Fayetteville, LLC	Telecommunications	0006-2040-85	* 100%
Poplar PCS - Ft. Smith, LLC	Telecommunications	0006-2041-01	*100%
Poplar PCS - Garden City, LLC	Telecommunications	0006-2041-l 9	*100%
Poplar PCS - Great Bend, LLC	Telecommunications	0006-2041-68	*100%
Poplar PCS Harrison, LLC	Telecommunications	0006-2046-06	* 100%
Poplar PCS - Hays, LLC	I _elecommunications	0006-2049-37	* 100%
Poplar PCS - Hot Springs, LLC	Telecommunications 0 0	06-2049-94	*100%
Poplar PCS - Jonesboro, LLC	Telecommunications	0006-2050-58	*100%
Poplar PCS - Russellville, LLC	Telecommunications	0006-205 1-16	*100%
Poplar PCS - West Plains, LLC	Telecommunications	0006-2051-40	*100%
Poolar PCS - Coffewille. LLC	Telecommunications	0006-3180-75	*100%
Ploplar PCS - Hutchinson, LLC	Telecommunications (0006-3 18 I-25	*100%
Po-lar ECS - Salina, LLC	J elecommunications	0006-3183-98	*100%
Po-lar FCS - Salina, LLC Poplar PCS - Bartlesville, LLC	Telecommunications	0006-3 180-67	*100%
Po lar CS-Pueblo, LLC	1 Telecommunications	0006-3 183-56	*100%
Poplar PCS - Emporia, LLC	Telecommunications	0006-3 180-9 1	*100%
Poplar PCS – Manhattan, LLC	Telecommunications	0006-3 182-24	*100%
Poplar PCS - Topeka, LLC	Telecommunications	0006-3 184-55	*100%
Popial PCS" wichita, LLC	Telecommunications	0006-3185-05	*100%

^{*} Indirect Interest

Exhibit 2
Related FCC Regulated Businesses of Disclosable Interest Holders
Poplar PCS License Company, LLC

Name & Address of FCC Regulated	Principal Business	FRN	Percent of Interest Held
Business owned by Applicant/Licensee	_		
Poplar PCS - Central, LLC	Telecommumcations	0005-4226-1 3	100%
Poplar PCS - Arkansas, LLC	Telecommunications	0004-5647-79	100%
Poplar PCS - Dodge City, LLC	Telecommunications	0006- 144 I-66	100%
Poplar PCS - Fayetteville, LLC	Telecommunications	0006-2040-85	100%
Poplar PCS - Ft. Smith, LLC	Telecommumcations	0006-204 I-O 1	100%
Poplar PCS - Garden City, LLC	Telecommunications	0006-2041-19	100%
Poplar PCS - Great Bend, LLC	Telecommunications	0006-2041-68	100%
Poplar PCS – Harrison, LLC	Telecommunications	0006-2046-06	100%
Poplar PCS – Hays, LLC	Telecommunications	0006-2049-37	100%
Poplar PCS - Hot Springs, LLC	Telecommunications	0006-2049-94	100%
Poplar PCS – Jonesboro, LLC	Telecommunications	0006-2050-58	100%
Poplar PCS – Russellville, LLC	Telecommunications	0006-2051-16	100%
Poplar PCS - West Plains, LLC	Telecommunications	0006-2051-40	100%
Poplar PCS – Coffeyville, LLC	Telecommunications	0006-3180-75	100%
Poplar PCS – Hutchinson, LLC	Telecommunications	0006-3181-25	100%
Poplar PCS – Salina, LLC	Telecommunications	0006-3183 - 98	100%
Poplar PCS – Bartlesville, LLC	Telecommunications	0006-3180-67	100%
Poplar PCS – Pueblo, LLC	Telecommunications	0006-3183-56	100%
Poplar PCS – Emporia, LLC	Telecommunications	0006-3180-91	100%
Poplar PCS - Manhattan, LLC	Telecommunications	0006-3182-24	100%
Poplar PCS – Topeka, LLC	Telecommunications	0006-3184-55	100%
Poplar PCS – Wichita, LLC	Telecommunications	0006-3185-05	100%

Exhibit 3
Related FCC Regulated Businesses of Disclosable Interest Holders
Cameron Communications Corporation

Name & Address of FCC Regulated	Principal Business	FRN	Percent of Interest Held
Business owned by Applicant/Licensee	_		
Poplar PCS - Central, LLC	Telecommunications	0005-4226-1 3	*49.1%
Poplar PCS - Arkansas, LLC	Telecommunications	0004-5647-79	*49.1%
Poplar PCS - Dodge City, LLC	Telecommunications	0006-1441-66	*49.1%
Poplar PCS - Fayetteville, LLC	Telecommunications	0006-2040-85	*49.1%
Poplar PCS - Ft. Smith, LLC	Telecommunications	0006-2041-01	*49.1%
P Poplar CS - Garden City, LLC	Telecommunications	0006-2041-19	*49.1%
Poplar PCS - Great Bend, LLC	Telecommunications	0006-2041-68	*49.1%
Poplar PCS – Harrison, LLC	Telecommunications	0006-2046-06	*49.1%
Poplar PCS – Hays, LLC	Telecommunications	0006-2049-37	*49.1%
Poplar PCS - Hot Springs, LLC	Telecommunications	0006-2049-94	*49.1%
Poplar PCS – Jonesboro, LLC	Telecommunications	0006-2050-58	*49.1%
Poplar PCS – Russellville, LLC	Telecommunications	0006-2051-16	*49.1%
Poplar PCS - West Plains, LLC	Telecommunications	0006-2051-40	*49.1%
Poplar P'CS – Coffeyville, LLC	Telecommunications	0006-3180-75	*49.1%
Poplar PCS – Hutchinson, LLC	Telecommunications	0006-3181-25	*49.1%
Poplar PCS Salina, LLC	Telecommunications	0006-3 183-98	*49.1%
Poplar PCS - Bartlesville, LLC	Telecommunications	0006-3180-67	*49.1%
Poplar PCS - Pueblo, LLC	Telecommunications	0006-3183-56	*49.1%
Poplar PCS - Emporia, LLC	Telecommunications	0006-3180-91	*49.1%
Poplar PCS – Manhattan. LLC	Telecommunications	0006-3182-24	*49.1%
PoplarPCS - Topeka, LLC	Telecommunications	0006-3 184-55	*49.1%
Poplar PCS - Wichita, LLC	Telecommunications	0006-3 185-05	*49.1% 1

^{*} Indirect interest

Exhibit 4 Related FCC Regulated Businesses of Disclosable Interest Holders William L. Henning

Name & Address of FCC Regulated	Principal Business	FRN	Percent of Interest Held
Business owned by Applicant/Licensee	-		
Poplar PCS Central, LLC	Telecommunications	0005-4226-1 3	*14.9%
Poplar PCS Arkansas, LLC	Telecommunications	0004-5647-79	*14.9%
Poplar PCS - Dodge City, LLC	Telecommunications	0006-1441-66	*14.9%
Poplar PCS - Fayetteville, LLC	Telecommunications	0006-2040-85	*14.9%
Poplar PCS - Ft. Smith, LLC	Telecommunications	0006-2041-01	*14.9%
POplar PCS - Garden City, LLC	Telecommunications	0006-2041-19	*14.9%
Poplar PCS - Great Bend, LLC	Telecommunications	0006-204 1-68	*14.9%
Poplar PCS – Harrison, LLC	Telecommunications	0006-2046-06	*14.9%
Poplar PCS – Hays, LLC	Telecommunications	0006-2049-37	*14.9%
Poplar PCS - Hot Springs, LLC	Telecommunications	0006-2049-94	*14.9%
Poplar PCS – Jonesboro, LLC	Telecommunications	0006-2050-58	*14.9%
Poplar PCS – Russellville, LLC	Telecommunications	0006-205 1 - 16	*14.9%
Poplar PCS - West Plains, LLC	Telecommunications	0006-205 I-40	* 14.9%
Poplar PCS – Coffeyville, LLC	Telecommunications	0006-3180-75	* 14.9%
Poplar PCS - Hutchinson, LLC	Telecommunications	0006-3 181-25	*14.9%
Poplar PCS - Salina, LLC	Telecommunications	0006-3 183-98	*14.9%
Poplar PCS - Bartlesville, LLC	Telecommunications	0006-3180-67	*14.9%
Poplar PCS - Pueblo, LLC	Telecommunications	0006-3 183-56	*14.9%
Poplar PCS – Emporia, LLC	Telecommunications	0006-3 180-9 1	*14.9%
Poplar PCS - Manhattan, LLC	Telecommunications	0006-3182-24	*14.9%
Poplar PCS - Topeka, LLC	Telecommunications	0006-3184-55	*14.9%
Poplar PCS – Wichita, LLC	Telecommunications	0006-3185 - 05	*14.9%

^{*} Indirect Interest

Exhibit 5 Related FCC Regulated Businesses of Disclosable Interest Holders Lena B. Henning

Name & Address of FCC Regulated	Principal Business	FRN	Percent of Interest Held
Business owned by Applicant/Licensee	-		
Poolar PCS Central. LLC	Telecommunications	0005-4226-13	*14.9%
Poplar PCS - Arkansas, LLC	Telecommunications	0004-5647-79	*14.9%
Poplar PCS - Dodge City, LLC	Telecommunications	0006-1441-66	*14.9%
Poplar PCS Fayetteville, LLC	Telecommunications	0006-2040-85	*14.9%
Poplar PCS - Ft. Smith, LLC	Telecommunications	0006-2041-01	*14.9%
Poplar PCS - Garden City, LLC	Telecommunications	0006-2041-19	*14.9%
Poplar PCS - Great Bend, LLC	Telecommunications	0006-204 I-68	*14.9%
Poplar PCS - Harrison, LLC	Telecommunications	0006-2046-06	*14.9%
Poplar PCS - Hays, LLC	Telecommunications	0006-2049-37	*14.9%
Poplar PCS - Hot Springs, LLC	Telecommunications	0006-2049-94	*14.9%
Poplar PCS - Jonesboro, LLC	Telecommunications	0006-2050-58	*14.9%
Poplar PCS - Russellville, LLC	Telecommunications	0006-2051-16	*14.9%
Poplar PCS - West Plains, LLC	Telecommunications	0006-205 I-40	*14.9%
Poplar PCS - Coffeyville, LLC	Telecommunications	0006-3180-75	*14.9%
Poplar PCS - Hutchinson, LLC	Telecommunications	0006-3 18 I-25	*14.9%
Poplar PCS - Salina, LLC	Telecommunications	0006-3183-98	*14.9%
F'oplar PCS - Bartlesville, LLC	Telecommunications	0006-3180-67	*14.9%
Poplar PCS - Pueblo, LLC	Telecommunications	0006-3 183-56	*14.9%
Poplar PCS - Emporia, LLC	Telecommunications	0006-3180-91	*14.9%
Poplar PCS - Manhattan, LLC	Telecommunications	0006-3182-24	*14.9%
Poplar PCS Topeka, LLC	Telecommunications	0006-3184-55	*14.9%
Poplar PCS - Wichita, LLC	Telecommunications	0006-3185-05	*14.9%

^{*} Indirect Interest